

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 1437**

**CERTIFICATION OF COUNSEL REGARDING THE REVISED ORDER  
(I) APPROVING THE ASSET PURCHASE AGREEMENT, (II) AUTHORIZING AND  
APPROVING THE SALE OF CERTAIN OF THE DEBTORS' ASSETS FREE AND  
CLEAR OF ALL CLAIMS, LIENS, RIGHTS, INTERESTS, ENCUMBRANCES, AND  
OTHER ASSUMED LIABILITIES AND PERMITTED ENCUMBRANCES, (III)  
AUTHORIZING AND APPROVING THE ASSUMPTION AND ASSIGNMENT OF  
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND  
(IV) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On December 27, 2024, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* (D.I. 1437) (the “**Motion**”).

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

2. On December 30, 2024, the Debtors filed the *Notice of Revised Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of all Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* (D.I. 1479).

3. On December 30 and 31, 2024, the Court held a hearing to consider the Motion. As discussed on the record at the hearing, the Court approved the proposed sale, subject to the Court's comments to the form of order.

4. On January 2, 2025, the Debtors filed the *Notice of Further Revised Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of all Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* (D.I. 1533) (the “**Proposed Sale Order**”).

5. On January 2, 2025, the Court held a hearing to address outstanding comments to the form of order. As discussed on the record at the hearing, the Debtors have subsequently revised the Proposed Sale Order to incorporate comments received from the Court and certain other parties in interest.

6. A copy of the revised Proposed Sale Order incorporating the comments discussed at the hearing is attached hereto as **Exhibit 1**. Counsel to Gordon Brothers Retail Partners, LLC has reviewed the revised Proposed Sale Order and confirmed their consent to its entry.

7. For the convenience of the Court and all parties in interest, a redline comparing the revised Proposed Sale Order to the Proposed Sale Order previously filed on January 2, 2025, is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtors respectfully request that the Court enter the order attached hereto as **Exhibit 1** at its earliest convenience.

*[Remainder of Page Intentionally Left Blank]*

Dated: January 2, 2025  
Wilmington, Delaware

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